

Bylaws Revision Summary

Crossout=Delete **Red**=Addition

Article II Section 5: Membership Classes

~~(b) Each membership purchased shall entitle its owner to the use of a campsite for a period of four (4) years, commencing as of January 1 of the year in which the right is assigned by the Board, provided that the member maintains his membership for the duration of said four year period. At the end of said four year period, and each successive four year period, the lease shall be automatically renewed for another four years, subject to payment of the annual membership dues. However, the owner(s) of a membership may, upon payment of the then applicable annual membership dues, request to move to an Association owned campsite of any class not occupied by another member. When choosing to occupy an Association owned lot of greater class value than the lot currently occupied, the member must pay the different price. The Board shall determine the value of both campsites. There shall be no payment to a member who chooses to move to an Association owned campsite of lesser class value than the one currently occupied. A member may also choose to move to a campsite of same class value as the one currently occupied. The member shall pay all paperwork costs associated with any transfer. A member may only move to an Association owned lot once every four years. Any conflicts in campsite selection preference shall be resolved in favor of the membership with the longest term of membership in the Association. (See Article II, Section 8)~~

(e **b**) Each membership shall be entitled to cast one vote on all ~~questions~~ **motions** presented to the membership.

Article II Section 6: Guests

Guests of the members may also use the facilities subject to such rules and regulations as may be adopted by the Board. **All members are responsible for their guests at all times.**

Article II Section 7: Certificates of Membership

Certificates of membership in the Association shall be issued to members upon full payment of their membership fee. Such certificates shall clearly state on their faces that the Association is a non-profit corporation and must be signed by two officers of the Association. Adequate records shall be maintained by the Association showing the names of the members of the Association and the date of such membership. A membership certificate shall not be assigned by the Member, nor pledged as collateral.

~~A member is required to notify the Board when and to whom his certificate is pledged as collateral for installment credit and the Board in return is responsible thereafter for notifying the lender if the member becomes in default in the payment of dues or assessments.~~

Article III Section 6: Voting by Proxy

Every member entitled to vote or execute consent shall have the right to do so either in person or by an agent or agents authorized by written proxy executed by such member or his duly authorized agent and filed with the Secretary of the Association; provided, that such proxy shall be valid only for the meeting for which it is solicited and any adjournment or adjournments thereof. Proxies received without a designated agent shall be executed by a group of three members of the Election Committee. Proxies are considered the same as present. All members shall be mailed a proxy by the first weekend of July each year. Proxies must be returned by ~~10:00 p.m. on the night before the annual election~~ **the end of the business day prior to the Annual Election**. Proxies may not be granted and used to cast a vote on the issue of removal of a Director.

Article III Section 7: Financial Statement

Un-audited financial statements of the Association for the prior fiscal year shall be provided to all members prior to the annual meeting and shall consist of a balance sheet, income statement, statement of changes in financial position and appropriate footnotes. Any member may submit to the Secretary of the Association, no later than June 1 of any year, a request that the question of whether the Association's financial statements for the prior fiscal year should be audited shall be placed on the agenda at the upcoming annual meeting of the members. If the Secretary receives such a request, the Board of Directors shall cause the issue to be placed on the agenda of the annual meeting and shall include with the meeting notice an estimate of the cost to the Association to have an audit performed. If at the annual meeting the members vote in favor of having an audit performed the Board of Directors shall retain the services of an auditor to perform the Audit. The Board of Directors also may, if in its discretion circumstances exist that merit an audit of the Association's financial statement, decide to have an audit performed, whether or not requested by the members. ~~If the Association has its financial statements audited, a copy of the audited financial statements shall be provided to all members.~~

Article IV Section 1: Annual Dues

In order to provide the funds with which to operate the Association and to maintain its property, the Board shall establish and levy dues against each membership of the Association. The Board may not increase the annual dues by more than fifteen percent (15%) of the annual dues in effect as of the date such increase is adopted, in any calendar year, without approval of a majority of the membership present at a special meeting called for the purpose of increasing the dues. **Annual dues are to be paid in full by January 1 of the current membership year.** Annual dues are to be paid in full by March 1 **to avoid late fees or finance charges** ~~of the current membership unless arrangements have been made in advance to pay under the monthly payment plan.~~

Article V Section 2: Notice and Hearing Procedure for Termination for Violation of Bylaws or Rules and Regulations

In the event that the member who is the subject of the termination should desire, he may, within the thirty-day period following the effective date of the termination, apply in writing for a reconsideration of the decision of the Board. Upon receipt of such application for reconsideration, the Board shall set a certain date for a hearing to be held within thirty (30) days after said receipt of such application. At such hearing, evidence shall be taken both in support of and in opposition to such application. ~~Within fourteen (14) days after the date of such hearing, the Board shall notify the member in writing of its decision on the application.~~ **The Board shall notify the member in writing of their decision of the application within fifteen (15) days after the date of such hearing.** In the event that the Board shall in its sole discretion determine that the termination of membership is not appropriate, it may rescind the termination and may make continuation of membership subject to such conditions as it deems just, equitable, and appropriate. The member shall pay all fees associated with the hearing process, including mailing, clerical, and legal costs. As a part of the agreement to re-instate membership, the member shall also be required to execute a waiver of his/her rights to a hearing or appeal of any terminations which shall arise within the next five years.

Article VII Section 6: Telephonic Meetings

The directors may participate in a meeting by a conference telephone or similar communications equipment. All participants must be able to hear each other. All participants shall be advised of the communication equipment. The names of the participants in the conference shall be divulged to all participants. Participation in a **such** meeting pursuant to this procedure shall constitute presence in person at the meeting.

Article VII Section 8: Quorum

A majority of the directors shall constitute a quorum to transact business of the Board. ~~The act of a majority of the directors present at any meeting at which a quorum is present shall be deemed to be the act of the Board.~~

Article VII Section 9: Vacancies

If any vacancy exists on the Board, such vacancy shall be filled by appointment by the remaining directors, ~~even though those remaining directors~~ **which** may be less than a quorum. Candidates for appointment must meet the qualifications as outlined in Article VIII, Section 3, of these bylaws. Any person so appointed shall serve until the completion of the term of the director being replaced.

Article VII Section 10: Removal of Directors by the Board

Any director may be removed **by a majority of the Board** when, in the judgment of a majority of the Board, the best interest of the Association ~~shall~~ **will** be served by such removal. ~~Provided, however, that any director so removed shall have the right, to be exercised within fifteen (15) days of receipt of written notice of removal, to demand an appeal of the decision of the Board before a special meeting of the entire membership of the Association. Such special meeting shall be called within thirty (30) days of the request by the removed director, and at such meeting, a majority vote of the members present (proxy votes are not permitted) shall determine the outcome of the appeal.~~ **Any director so removed shall have the right to appeal the Board's decision within fifteen (15) days of the received written notice of removal and demand a Special Meeting of the membership within thirty (30) days of the appeal request whereas a majority vote of the members present shall determine the outcome of the appeal.**

Article VIII Section 1: Election Committee

The annual election of directors shall be conducted by the Election Committee. Any member of the Election Committee shall not have their spouse or an immediate family member running for the Board of Directors. The Board of Directors shall inform the election committee of those memberships eligible to vote and guidelines for conducting the election.

Article VIII Section 3: Candidates

Any member may become a candidate, with the following exceptions:

- (a) A member who has been previously removed as a director under Article VII, Section 10 or 11, is not eligible.
- (b) A member who has resigned from directorship in the preceding three-year period is not eligible.
- (c) Only one member per membership may become a candidate.
- (d) Persons owning two memberships shall only be considered as owning one membership for candidate purposes.

An eligible candidate must sign a **Declaration of Candidacy** ~~two documents~~ at the Association office no later than the second full weekend in June. ~~The documents are The Declaration of Candidacy and a Receipt for a Copy of Article VII, Section 1 and Section 2 of the Bylaws, which list the Responsibilities of the Board and Directors.~~ Candidates must be a members for a minimum of one year as of the preceding June 1, and all membership dues, assessments, and ~~all other~~ monies due the Association by the candidate must be paid in full. Candidates' names ~~and resumes shall~~ **will** be published and mailed to the membership in July.

Article VIII Section 4: Ties in Election

The candidates with the highest number of votes shall be elected. In the event that there is a tie between the number of votes received by candidates such that the election to the Board cannot be determined, then a special election shall be called within thirty (30) days to hold a run-off election between the candidates tied, unless all but one of the candidates withdraws.

Article IX Section 1,2,3

Section 1. OFFICERS. The officers of the Association shall be: President, one or more Vice-Presidents, the Secretary, and the Treasurer. Officers shall serve terms of office of one year, or until their successors are elected and qualified. Election of Officers, by the Members of the new Board of Directors, shall be conducted immediately after the Election Committee has certified the results of the election. ~~Any two or more offices may be held by the same person, except the offices of President and Vice-President.~~

Section 2. PRESIDENT. The president shall be the chief executive officer of the Association and the President shall be vested with the powers and duties generally incident to the office of President of a non-for-profit corporation, except as otherwise determined by the Board or as may otherwise be set forth in these Bylaws. ~~The President must be a director.~~

Section 3. VICE-PRESIDENT. In the absence of the President, or in the event of his inability or refusal to serve, the Vice-President is empowered to act and thereupon shall be vested with the powers and duties of the President. If more than one Vice-President is elected, priority shall be determined at the time of appointment. ~~The Vice-President(s) must be a director.~~

Article IX Section 4 & 5

Section 4. SECRETARY. The Secretary of the Association shall be responsible for keeping the minutes of the meetings held by the Board Members business, and other matters transacted at the meeting of the members and of the Board. The Secretary shall mail, or cause to be mailed, all notices required by the Bylaws; the Secretary shall have custody of the corporate seal and the records and maintain the list of members and their addresses and perform all other duties incident to the office of Secretary. ~~The Secretary must be a director.~~

Section 5. TREASURER. The Treasurer shall have custody of the funds of the Association, collect monies due, pay obligations of the Association out of its funds, and perform such duties as are incident to the office of Treasurer. The Treasurer shall be bonded for such amount and under such conditions as the Board may require. ~~The Treasurer must be a director.~~

Article X Section 1: Obligation to Indemnify and Rights of Indemnification

The corporation shall indemnify any person, to the fullest extent permitted by Michigan law, against all judgments, payments, ~~and~~ settlements, fines, and other reasonable costs and expenses (including attorney fees) incurred by that person, in connection with the defense of any action, suit, or proceeding, which is brought or threatened, in which that person is a party or is otherwise involved, because that person was or is a Director or Officer of the corporation. This right of indemnification shall continue as to a person who ceases to be a director or officer, and shall inure to the benefit of that person's estate.

Article X Section 4: Liability Agreement

Members of Lighthouse on the Lake Association hereby release, discharge, and covenant not to sue Lighthouse on the Lake Association, its administrators, directors, agents, officers, members, volunteers, and employees, from all liability claims, demands, losses, or damages arising out of ordinary negligence, including without reservation, any liability, claim, demand, loss, or damage caused in whole or in part by member's own negligence.